

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

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In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

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**BALLOT CERTIFICATION**

The Debtor, Starfire Systems, Inc., by its attorneys, Hodgson Russ LLP, states the following for its Ballot Certification:

**As of July 7, 2010:**

**I. CLASS 3: Secured Claim of Palladium Equity Partners III, L.P.**

**NUMBER ACCEPTING PLAN: 1/0**

**PERCENTAGE ACCEPTING PLAN: 100%**

**DOLLAR AMOUNT OF CLAIMS ACCEPTING PLAN: \$ 2,300,000**

**PERCENTAGE OF DOLLAR AMOUNT OF CLAIMS REJECTING  
PLAN: 0%**

**SUMMARY**

<b><u>Creditor</u></b>	<b><u>Accepts Plan</u></b>	<b><u>Rejects Plan</u></b>	<b><u>Amount</u></b>
Palladium Equity Partners III, L.P. 1270 Avenue of the Americas Suite 2200 New York, NY 10020	X		\$ 2,300,000

**II.     CLASS 4:     Disputed Secured Claims of: Henry McDonald, Richard Saburro, Counter Point Ventures Fund, LP, James Gibson, Philip Gross and Opalka Family Investment Partners, LP**

**NUMBER ACCEPTING PLAN: 0/5**

**PERCENTAGE ACCEPTING PLAN: 0%**

**DOLLAR AMOUNT OF CLAIMS ACCEPTING PLAN:     \$ 0**

**PERCENTAGE OF DOLLAR AMOUNT OF CLAIMS REJECTING PLAN: 100%**

**SUMMARY**

<b><u>Creditor</u></b>	<b><u>Accepts Plan</u></b>	<b><u>Rejects Plan</u></b>	<b><u>Amount</u></b>
James Gibson 58 Lyon Place Basking Ridge, NJ 07927		X	\$100,000
Philip M. Gross 8 Pellington Court Pine Brook, NJ 07058		X	75,000
Richard Saburro 145 Church Street Saratoga Springs, NY 12866		X	25,000
Counter Point Ventures Fund, LP 3000 Troy-Schenectady Road Schenectady, NY 12309		X	50,000
Henry J. MacDonald 3 Beacon Hill Drive Saratoga Springs, NY 12866		X	25,000

**III. CLASS 5: General Unsecured Creditors**

**NUMBER ACCEPTING PLAN: 9/17**

**PERCENTAGE ACCEPTING PLAN: 53%**

**DOLLAR AMOUNT OF CLAIMS ACCEPTING PLAN: \$(58,879.66)**

**PERCENTAGE OF DOLLAR AMOUNT OF CLAIMS REJECTING  
PLAN: 78.3%**

**SUMMARY**

<b><u>Creditor</u></b>	<b><u>Accepts Plan</u></b>	<b><u>Rejects Plan</u></b>	<b><u>Amount</u></b>
Stanley Blanchard 2029 Lexington Parkway Schenectady, NY 12309	X		951.75
UPS Freight c/o RMS Bankruptcy Services PO Box 4396 Timonium, MD 21094	X		375.30
United Parcel Services c/o RMS Bankruptcy Services PO Box 4396 Timonium, MD 21094	X		1161.00
Baker Associates 79674 Liga La Quinta, CA 92253	X		33,912.95
Paul Chayka MS&E Resources 31 Cortland Drive New Milford, CT 06776	X		10,512.00
Kathleen L. Winckler 5 McCrea Hill Road Ballston Spa, NY 12020	X		4,136.16
William H. Thielking PO Box 122 Lake Pleasant, NY 12108	X		(2,800.00)

<b><u>Creditor</u></b>	<b><u>Accepts Plan</u></b>	<b><u>Rejects Plan</u></b>	<b><u>Amount</u></b>
Univar USA Inc. 17425 NE Union Hill Road Redmond, NH 98052	X		\$2,075.00
Goodwin Proctor LLP 53 State Street, Exchange Place Boston, MA 02109	X		2,955.50
Stuart H. Brody c/o Hiscock & Barclay 300 S. State Street Syracuse, NY 13202		X	35,000.00
M&P Lab, Inc. c/o Frank E. Anderson 2210 Technology Drive. Schenectady, NY 12308		X	239.00
John E. Okonski 20 Middleburgh Street Troy, New York 12180		X	3,550.00
Patricia A. Maguire c/o Albany-Colonie Regional Chamber of Commerce One Computer Drive South Albany, NY 12205		X	100,000.00
Emerick Associates Inc. 1107 Loudon R.D. Cohoes, NY 12047		X	1,213.38
Carter, DeLuca, Farrell & Schmidt, LLP 445 Broad Hollow Road Suite 420 Melville, NY 11747		X	66,943.00
Hiscock & Barclay 300 S. State Street Syracuse, NY 13202		X	2,421.00
Savage Law Firm PO Box 1160 450 Schaubert Road Ballston Spa, NY 12019		X	3,444.00

**IV. CLASS 6: Allowed Secured Claim of former landlord on two (2) pieces of equipment arising from a Pre-Petition Attachment Order**

**NUMBER ACCEPTING PLAN: 0/1**

**PERCENTAGE ACCEPTING PLAN: 0%**

**DOLLAR AMOUNT OF CLAIMS ACCEPTING PLAN: \$ 0**

**PERCENTAGE OF DOLLAR AMOUNT OF CLAIMS REJECTING PLAN: 100%**

**SUMMARY**

<b><u>Creditor</u></b>	<b><u>Accepts Plan</u></b>	<b><u>Rejects Plan</u></b>	<b><u>Amount</u></b>
United Step I, LLC 300 Jordan Road Troy, NY 12180		X	\$ 964,517.78

**V. CLASS 7: Pre-Petition Shareholders**

**NUMBER ACCEPTING PLAN: 1/6**

**PERCENTAGE ACCEPTING PLAN: 16.6%**

**DOLLAR AMOUNT OF CLAIMS ACCEPTING PLAN: \$ \_\_\_\_**

**PERCENTAGE OF DOLLAR AMOUNT OF CLAIMS REJECTING PLAN: \_\_\_\_%**

**SUMMARY**

<b><u>Creditor</u></b>	<b><u>Accepts Plan</u></b>	<b><u>Rejects Plan</u></b>	<b><u>Amount</u></b>
John Okonski 2800 Seventh Avenue Troy, NY 12180		X	\$ 100,000
Karl W. Broekhuizen 310 Miner Road Porter Corners, NY 12859		X	25,000
Palladium Equity Partners III, L.P. 1270 Avenue of the Americas Suite 2200 New York, NY 10020	X		_____

Bonnie Singer  
c/o Montage  
30401 South Coast Highway  
Laguna Beach, CA 92651

X \_\_\_\_\_

Herbert Armstrong  
c/o Lemery Greisler LLC  
50 Beaver Street, 2<sup>nd</sup> Floor  
Albany, NY 12180

X 76,993.00

Opalka Family Investment Partners, L.P.  
6 Heather Ridge  
Averill Park, NY 12018

X \_\_\_\_\_

DATED: July 12, 2010

HODGSON RUSS LLP  
Attorneys for Debtor

By: 

\_\_\_\_\_  
RICHARD L. WEISZ

677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ 2,500,000 of (describe security) Secured Debt of the above-named Debtors, with a stated maturity date of MARCH 4, 2009 (if applicable, registered in the name of Palladium Equity Partners II, L.P. (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ \_\_\_\_\_.

(Check One): ☒ ACCEPTS ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: July 6, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

MARCOS A. RODRIGUEZ, Managing Director,  
Palladium Capital Management III, LLC  
By: Advisor to Palladium Equity Partners  
As: III, L.P.

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: 7/2/2010

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ 100,000.00 of (describe security) sr. Sec. note of the above-named Debtors, with a stated maturity date of 10/1/09 (if applicable, registered in the name of JAN GGB) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ \_\_\_\_\_.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: July 2, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

James G Giblin  
[Signature]  
By:  
As: 58 Lyons Place  
Basking Ridge, N.J.  
07021

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333



UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: July 7, 2010

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$75,000.00 of (describe security) See below - 1 of the above-named Debtors, with a stated maturity date of 10/13/2009 (if applicable, registered in the name of Philip M. Gross) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ \_\_\_\_\_.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 6-17-2010, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

Philip M. Gross  
[Signature]  
By:  
As:  
8 Pellington Ct Pine Brook NJ 07058

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

1) Convertible Senior Secured Bridge Note

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

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(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ 25,000 of (describe security) senior secured note of the above-named Debtors, with a stated maturity date of 10-27-09 (if applicable, registered in the name of Richard Saburro (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ \_\_\_\_\_.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 6-28-10, 2010

Print or Type Name:

Richard Saburro

Signed by:  
(if appropriate)

[Signature]  
By:

Address:

As:

145 Church St. Saratoga Springs, NY  
12866

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

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(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ 50,000 of (describe security) Conv Sr Secured Bridge Note of the above-named Debtors, with a stated maturity date of 10/13/2009 (if applicable, registered in the name of Counter Point Ventures Fund LP) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ \_\_\_\_\_.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 06/18, 2010

Print or Type Name:

Counter Point Ventures Fund, LP

Signed by:  
(if appropriate)

Walter L. Robb

By: Walter L. Robb  
As:

Address:

General Partner

3000 Troy - Schenectady Road  
Schenectady, NY 12309

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

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(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ 25,000. of (describe security) CON. SEN. SEC. BK. NOTE of the above-named Debtors, with a stated maturity date of 10/27/09 (if applicable, registered in the name of HENRY J. MACDONALD) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 25,000.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: JUNE 17, 2010

Print or Type Name:

HENRY J. MACDONALD

Signed by:  
(if appropriate)

[Signature]  
By:

Address:

As:  
3 BEACON HILL DR. SARATOGA SPRS

NY 12866

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

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FILED-BY DATE: July 2, 2010

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(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 951,750.

(Check One): ☒ ACCEPTS ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: July 2, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

STANLEY BLANCHARD  
Stanley Blanchard  
By: 2029 Lexington Parkway  
As: Schenectady NY 12309

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

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(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 375.30.

(Check One): ☒ ACCEPTS ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 6.18.10, 2010

Print or Type Name:

UPS Freight

Signed by:  
(if appropriate)

Carolyn Magana  
By: Carolyn Magana  
As: Agent

Address:

United Parcel Services/Freight  
c/o RMS Bankruptcy Services  
PO Box 4396  
Timonium, MD 21094

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

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**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
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(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 1161<sup>00</sup>.

(Check One): ☒ ACCEPTS ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 6-18, 2010

Print or Type Name:

United Parcel Services

Signed by:  
(if appropriate)

Carolyn Magaña  
By: CAROLYN MAGAÑA  
As: Agent

Address:

United Parcel Services  
c/o RMS Bankruptcy Services  
PO Box 4396  
Timonium, MD 21094

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: JUNE 27, 2010

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 33,912.95.

(Check One): ☒ ACCEPTS ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: JUNE 27, 2010

Print or Type Name:

BAKER ASSOCIATES

Signed by:  
(if appropriate)

WMD Baker

By:

As: 79674 Liga

Address:

LA QUINTA CA 92253

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333



UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 10,512.

(Check One):

☒ ACCEPTS ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: June 22, 2010

Print or Type Name:

PAUL CHAYKA

Signed by:  
(if appropriate)

Paul Chayka

By: President, MS+E Resources

Address:

31 CORTLAND DR

NEW MILFORD CT 06776

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 4,136.16

(Check One):

☒ ACCEPTS ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 6/17, 2010

Print or Type Name:

Kathleen L. Winkler

Signed by:  
(if appropriate)

Kathleen L. Winkler

By:

Address:

As:  
5 McCrea Hill Rd. Ballston Spa NY

12020

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

5

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$\_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$\_\_\_\_\_.

(Check One):        ☒ ACCEPTS        ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 3 July, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

William H. Thielking  
William H. Thielking

By:

As:

P.O. Box 122, Lake Pleasant, NY 12108

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: 7/2/10

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_ shares of (describe type) \_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 2,075.00.

(Check One): ☒ ACCEPTS ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 07/02/10, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

John Canini Univar USA Inc.  
[Signature]  
By: Director - Corp Credit  
As: 17425 NE Union Hill Rd  
Redmond, WA 98052

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 2,955.50

(Check One): ☒ ACCEPTS ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: June 21, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

Goodwin PROCTER LLP  
Daniel M. Glosband  
By: DANIEL M. GLOS BAND  
As: PARTNER  
53 STATE ST. EXCHANGE PLACE  
BOSTON, MA 02109

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: Debtor/June 4, 2010

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 35,000.00

(Check One): \_\_\_\_\_ ACCEPTS   X   REJECTS

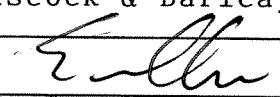
the Plan for the reorganization of the above-named Debtors.

DATED: June, 29, 2010

Print or Type Name:

Hiscock & Barclay, LLP

Signed by:  
(if appropriate)

  
By: J. Eric Charlton, Esq.  
As: Attorney for Stuart H. Brody  
300 S. State Street  
Syracuse, NY 13202-2078

Address:

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 339.00.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: July 7, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

FRANK E. ANDERSON  
F.E. Anderson  
By: PRESIDENT, THE M&P LAB, INC  
As: Schenectady, NY

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 3,550.00

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: July 2, 2010

Print or Type Name:

JOHN E. OKONSKI

Signed by:  
(if appropriate)

John E. Okonski

By:

As:

Address:

20 Middleburgh Street  
TROY, NY 12180

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333



UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 100,000.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 7.1, 2010

Print or Type Name:

Patricia A. Maguire

Signed by:  
(if appropriate)

Patricia A. Maguire

By:

As: COO, Albany-Colonie Regional Chamber of Commerce

Address:

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ 1213.38 of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ \_\_\_\_\_.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 7/2, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

Donna Emerick

Donna Emerick

By: V.P.  
As:

1107 Loudon Rd Cohoes NY

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

12047

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 66,943.00.

(Check One): \_\_\_\_\_ ACCEPTS X REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: July 2, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

CARTER, DELUCA, FARRELL & SCHMIDT, LLP

Raymond E. Farrell

By: RAYMOND E. FARRELL  
As: PARTNER

445 BROAD HILL RD., STE. 420  
MELVILLE, NY 11747

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: Debtor/June 4, 2010

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 2,421.00.

(Check One):     ACCEPTS   x   REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: June 29, 2010

Print or Type Name:

Hiscock & Barclay, LLP

Signed by:  
(if appropriate)



By: J. Eric Charlton

Address:

As: Attorney for Hiscock & Barclay  
300 S. State St.  
Syracuse, NY 13202-2078

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**FILED-BY DATE: 7/7/2010

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$\_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 3444.00.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: JULY 7, 2010

Print or Type Name:

SAVAGE LAW FIRM, P.C.Signed by:  
(if appropriate)Ralph M. SavageBy: RALPH M. SAVAGEAs: PRESIDENT

Address:

P.O. Box 1160, 450 SCHAUER ROADBALLSTON LAKE, NY 12019RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST) TO:

RICHARD L. WEISZ, ESQ.

HODGSON RUSS LLP

Attorneys for Debtor

677 Broadway, Suite 301

Albany, New York 12207

(518) 465-2333

TO: RICHARD L. WEISZ  
FAX No. 518-465-1567

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: July 7, 2010

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 964,517.78

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: July 6, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

MICHAEL J. UCCELLINI

Michael J. Uccellini  
By: UNITED STEP I, LLC  
As: MANAGER

300 Jordan Rd., Troy, N.Y.

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

12180

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of 100,000 shares of (describe type) Series A Convertible Preferred Stock stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of John OKONSKI.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 100,000.00.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 1 July, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

John E. OKONSKI  
John E. Okonski  
By: TROY Boiler Works  
As: 2800 - 7th Ave.  
Troy N.Y. 12180

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$25,000.00 of (describe security) Convertible Note of the above-named Debtors, with a stated maturity date of October, 2009 (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

\* DATED NOVEMBER, 2008  
(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ \_\_\_\_\_.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: JUNE 28, 2010

Print or Type Name:

KARL W. BROEKHUIZEN

Signed by:  
(if appropriate)

KWBROEKHUIZEN  
By:

Address:

As:  
310 MUNEER ROAD

PORTER CORNERS, NY 12869-1743

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333



UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of 9,671,570 shares of (describe type) Series C Preferred Stock stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of Palladium Equity Partners III, L.P.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ \_\_\_\_\_.

(Check One): ☒ ACCEPTS ☐ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: July 6, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

MARCOS A. RODRIGUEZ, Managing Director  
Palladium Capital Management III, LLC

By: Adviser to  
As: Palladium Equity Partners III, L.P.

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$\_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$\_\_\_\_\_.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: 7/6/, 2010

Print or Type Name:

Signed by:  
(if appropriate)

Address:

Bonnie Singer  
Bonnie Singer  
By:  
As:

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: \_\_\_\_\_

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_.

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_).

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ 76,993.00.

(Check One):        ☐ ACCEPTS        ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: June 16, 2010

Print or Type Name:

Herbert Armstrong

Signed by:  
(if appropriate)

By:  Paul A. Levine, Esq.

As: Attorney

Address:

50 Beaver Street  
Albany, NY 12207

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

In re:

STARFIRE SYSTEMS, INC.,

Debtor.

Case No. 09-12989

Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S  
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

FILED-BY DATE: July 6, 2010

THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT.

(if equity security holder) The undersigned, the holder of \_\_\_\_\_ shares of (describe type) \_\_\_\_\_ stock of the above-named Debtors, represented by Certificate(s) No. \_\_\_\_\_, registered in the name of \_\_\_\_\_. (see attachment)

(if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ \_\_\_\_\_ of (describe security) \_\_\_\_\_ of the above-named Debtors, with a stated maturity date of \_\_\_\_\_ (if applicable, registered in the name of \_\_\_\_\_) (if applicable, bearing serial number(s) \_\_\_\_\_). (see attachment)

(if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$ \_\_\_\_\_.

(Check One): \_\_\_\_\_ ACCEPTS ☒ REJECTS

the Plan for the reorganization of the above-named Debtors.

DATED: July 6, 2010

Print or Type Name:

Opalka Family Investment Partners, L.P.

Signed by:  
(if appropriate)

By: Crist Opalka  
As: President Opalka Management Inc as G-POF  
Opalka Family Investment Partners, L.P.

Address:

6 Heather Ridge  
Averill Park, NY 12018

RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ.  
HODGSON RUSS LLP  
Attorneys for Debtor  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

**Attachment to  
Starfire Systems, Inc. Debtor  
Ballot for Accepting or Rejecting  
First Amended Chapter 11 Plan of Reorganization**

Equity Holdings

163,651 shares of Common Stock of the above-named Debtors, represented by Certificate(s) No. C-13, C-14, C53, C-87, registered in the name of Opalka Family Investment Partners L.P..

486,332 shares of Preferred Stock of the above-named Debtors, represented by Certificate(s) No. A1-19, A1-22, A1-45, A1-46, A1-49, A1-50, A1-88, registered in the name of Opalka Family Investment Partners L.P..

Bond Holdings

\$50,000 of Convertible Senior Secured Bridge Note the above-named Debtors, with a stated maturity date of October 27, 2009

**Opalka Family Investment Partners, L.P.**

By: 

Chet Opalka, President of Opalka Management, Inc as general partner of Opalka Family Investment Partners, L.P.

July 6, 2010  
Date